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January 29, 1991

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RECORDED
FEB 1 1991

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MICHAEL DOWNEY RICE
COUNSEL

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary:

We have enclosed seven counterparts of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code:

A full release, dated January 1, 1991, by Mercantile-Safe Deposit and Trust Company, a secondary document.

The primary documents to which this is connected are conditional sale agreements and assignments thereof recorded on November 7, 1975, under Recordation No. 8107 and 8107-A, 8109 and 8109-A, 8110 and 8110-A, and 8108 and 8108-A.

The name and address of the party to the documents are as follows:

Agent, assignee
Mercantile-Safe Deposit and Trust Company
Two Hopkins Plaza
Baltimore, Maryland 21203

The equipment covered by the document consists of 976 70-ton general-purpose box cars of the series numbered C&O 400000 through 400999.

A short summary of the document to appear in the index is as follows:

Release dated January 1, 1991, by Mercantile-Safe Deposit and Trust Company, as agent, releasing and discharging the indebtedness under the four conditional sale agreements dated as of October 15, 1975, each among the United States Trust Company of New York, as trustee, The Chesapeake and Ohio Railway Company, as guarantor, and one of the following vendors: ACF Industries Inc., FMC Corporation, PACCAR Inc, and Pullman Incorporated (Pullman-Standard division).

A fee of \$15 is enclosed. Please return any extra copies not needed by the Commission for recordation to James E. Magee, Esq., 1111 19th Street, N.W. Washington, D.C. 20036.

Very truly yours,

Michael Rice
Michael Rice

Enclosures

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INTERSTATE COMMERCE COMMISSION

RELEASE dated as of January 1, 1991, by MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation (hereinafter called the **Agent**).

WHEREAS the Agent is acting for certain institutional investors pursuant to the Finance Agreement dated as of October 15, 1975 (hereinafter called the **Finance Agreement**), among the Agent, United States Trust Company of New York, a New York corporation, acting as trustee under the Trust Agreement dated as of October 15, 1975 with General Electric Credit Corporation, a New York corporation (said trust company, in such capacity, being hereinafter called the **Trustee**), and certain investors named in Schedule A thereto;

WHEREAS, acting pursuant to the Finance Agreement, the Agent has been assigned certain indebtedness under the four Conditional Sale Agreements dated as of October 15, 1975, among the following parties:

ACF Industries, Incorporated, a New Jersey corporation, the Trustee, and The Chesapeake and Ohio Railway Company, a Virginia corporation (hereinafter called the Guarantor);

FMC Corporation, a Delaware corporation, the Trustee, and the Guarantor;

PACCAR Inc, a Delaware corporation, the Trustee, and the Guarantor; and

Pullman Incorporated (Pullman-Standard division), a Delaware corporation, the Trustee, and the Guarantor;

(each such agreement being hereinafter called a **Conditional Sale Agreement**), in each case pursuant to an Agreement and Assignment dated as of October 15, 1975 (each hereinafter called an **Assignment**);

WHEREAS each Conditional Sale Agreement and the related Assignment has been recorded with the Interstate Commerce Commission pursuant to section 20c of the Interstate Commerce Act on November 7, 1975, and assigned the following recordation numbers, respectively:

8107 and 8107-A (ACF);

8109 and 8109-A (FMC);

8110 and 8110-A (PACCAR);

8108 and 8108-A (Pullman);



